

TRANSACTION SUMMARY-UTILITY TRANSFERS ACT

A. Applications for approval of the acquisition or disposition of utility assets:

1. Provide a copy of the agreement.
2. Provide a clear description of the asset(s) in question.
3. Describe the proposed procedure and the terms and conditions of the proposed

transaction to include:

- a) historical and current use of the property;
- b) proposed use of the property;
- c) original cost of the property;
- d) current net book value of the property with supporting documentation;
- e) most recent appraised value of the property with supporting documentation;
- f) proposed sales price of the property and the method of determining the price (provide calculations and all assumptions); and
- g) proposed accounting treatment of the transaction as well as current recording of asset(s) on company's books of record.

4. Provide an explanation as to why the proposed transfer is to take place and address, in specific terms, the anticipated impact on the provision of adequate service to the public at just and reasonable rates. Indicate specifically how rates will be affected and how customers will obtain service after the transfer. In terms of rate impact, provide specific comparisons before and after the transfer.

5. Indicate whether customers have been notified of the proposed transfer of assets.

If so, provide a copy of the notice. If not, explain why notice was not given.

6. Provide the number of customers served in Virginia and describe the services provided to those customers.
7. Provide a schedule of plant, book depreciation, and contributed property related to the asset(s) to be transferred up to the current date.
8. Provide complete financial statements (audited, if available), to include a Balance Sheet, Income Statement, and Cash Flow Statement, of the entity acquiring the asset(s) for the latest twelve-month period and for five additional years, if available. If the company acquiring the property already has financial statements on file with the Commission, such as Form M, Form 1, Form 2, or other Annual Financial and Operating Report, it will not be necessary to duplicate those filings.
9. Provide the most current financial statements (audited, if available), to include a Balance Sheet, Income Statement, and Cash Flow Statement, for the entity disposing of the assets if financial statements as referenced above are not on file with the Commission.
10. Provide pro forma financial statements reflecting the proposed transaction for all regulated entities involved.
11. Indicate whether invoices are available to verify plant figures. It is not necessary to provide these invoices with your application.
12. Provide, as accurate as possible, an estimate of any anticipated upgrades or improvements that will need to be made as a result of the proposed transfer and what impact the improvements will likely have on customers' rates.
13. Provide any available information on additional investments that will be required to improve service quality as a result of the transfer and what the likely impact will be on customers' rates.

14. Discuss any favorable or unfavorable economic impacts on the Commonwealth of Virginia as to employee levels, facilities, and tax bases.

15. Describe how the proposed transfer will be financed.

16. If approval is required in other jurisdictions, provide the status of the review process in those jurisdictions and provide copies of any orders issued. Provide bi-weekly updates until a Commission Order is issued.

17. Explain how and in what accounts any acquisition costs or premiums will be reflected in financial statements. Provide an estimate of the amount of such premium.

18. Provide a best estimate as to the anticipated date of the proposed transaction closing.

B. Applications for approval of the acquisition or disposition of utility securities:

1. Provide a copy of the agreement.
2. Provide a clear description of the utility securities in question.
3. Describe the proposed procedure and the terms and conditions of the proposed transaction to include:
 - a) current book value of the securities to be transferred;
 - b) number of shares of the securities to be transferred and the proposed selling price as well as the method of determining the price (provide calculations and all assumptions); and
 - c) proposed accounting treatment of the proposed transaction as well as current recording on company's books of record.
4. Provide an explanation as to why the proposed transfer is to take place and address, in specific terms, the anticipated impact on the provision of adequate service to the

public at just and reasonable rates. Indicate specifically how rates will be affected and how customers will obtain service after the proposed transfer. In terms of rate impact, provide specific comparisons before and after the proposed transfer.

5. Indicate whether customers have been notified of the proposed transfer of securities. If so, provide a copy of the notice. If not, explain why notice was not given.

6. Provide complete financial statements (audited, if available), to include a Balance Sheet, Income Statement, and Cash Flow Statement, of the entity acquiring the securities for the latest twelve-month period and for five additional years, if available. If the company acquiring the securities already has financial statements on file with the Commission, such as Form M, Form 1, Form 2, or other Annual Financial and Operating Report, it will not be necessary to duplicate those filings.

7. Provide the most current financial statements (audited, if available), to include a Balance Sheet, Income Statement, Cash Flow Statement, and Capital Structure Statement for the entity disposing of the securities if financial statements as referenced above are not on file with the Commission.

8. Provide pro forma financial statements reflecting the proposed transaction for all entities involved. Include capitalization ratios.

9. Provide, as accurate as possible, an estimate of any anticipated upgrades or improvements that will need to be made as a result of the transfer and what impact the improvements will likely have on customers' rates.

10. Provide any available information on additional investment that will be required to improve service quality as a result of the proposed transfer and what the likely impact will be on customers' rates.

11. Describe how the proposed transfer will be financed.

12. List any jurisdictions from which approval for the proposed transfer is necessary.

Provide a summary of any approvals already granted and copies of any orders already issued.

Provide bi-weekly updates until a Commission order is issued.

13. Provide copies of any equity analysts' reports, press releases, or bond ratings reports regarding the proposed transfer.

14. Indicate how the proposed transfer affects existing company stock plans for the regulated entity or entities.

15. Indicate how the proposed transfer affects the outstanding debt of the regulated entity or entities.

16. Explain whether a different company or different individuals will be providing service to customers as a result of the proposed transfer. Be specific in your response.

17. Provide charts or diagrams illustrating the corporate structure of the involved entity or entities before and after the proposed transaction. Be sure to include the Virginia regulated entity in such charts or diagrams.

18. Explain how and in what accounts any acquisition costs or premiums will be reflected in financial statements. Provide an estimate of the amount of such premium.

19. Identify and quantify any anticipated costs and savings as a result of the proposed transfer. Include costs and savings due to applicable service company charges as well as tax obligations that will be incurred as a result of the proposed transfer. Identify and quantify the portion of such costs and savings attributed to the Virginia regulated utility. Explain how any such savings will benefit Virginia customers.

20. Provide a best estimate as to the anticipated date of proposed transaction closing.

21. Discuss any anticipated economic impacts related to jobs and facilities in Virginia as a result of the proposed transfer. Explain and discuss any anticipated elimination or increase in jobs in Virginia.

22. Identify the source of debt and equity for the regulated company after the proposed transaction.

23. Explain how the proposed transaction will impact the regulated company's cost of capital.

24. Explain how the proposed transaction will affect the regulated company's access to financial and capital markets.

25. Discuss what impact the proposed transfer is likely to have on competition in Virginia and how that impact will affect the provision of adequate service to the public at just and reasonable rates. Include a list of companies considered to be competitors.

C. Requirements for acquisition or disposition of control:

1. Provide a copy of the agreement.

2. Explain how the sales price was determined. Provide the methodology for determining the sales price as well as calculations and assumptions used.

3. Describe how the proposed transaction will be accounted for on the regulated utility's books of record.

4. Provide an explanation as to why the proposed transfer is to take place and address, in specific terms, the anticipated impact on the provision of adequate service to the public at just and reasonable rates. Indicate specifically how rates will be affected and how customers will obtain service after the proposed transfer. In terms of rate impact, provide specific comparisons before and after the proposed transfer.

5. Indicate whether customers have been notified of the proposed transfer of control. If so, provide a copy of the notice. If not, explain why notice was not given. Also provide the number of customers in Virginia and types of services provided.

6. Provide complete financial statements (audited, if available), to include a Balance Sheet, Income Statement, and Cash Flow Statement, of the entity acquiring control for the latest twelve-month period and for five additional years, if available. If the entity acquiring control already has financial statements on file with the Commission, such as Form M, Form 1, Form 2, or other Annual Financial and Operating Report, it will not be necessary to duplicate those filings.

7. Provide the most current financial statements (audited, if available), to include a Balance Sheet, Income Statement, Cash Flow Statement, and Capital Structure Statement for the entity disposing of control if financial statements as referenced above are not on file with the Commission.

8. Provide pro forma financial statements reflecting the proposed transaction for all entities involved. Include capitalization ratios.

9. Provide copies of Virginia-specific cost/benefit analyses, merger savings analyses, market power studies, or similar reports related to the proposed transaction prepared for or on behalf of the companies in connection with the proposed transfer of control.

10. Provide as accurate as possible an estimate of any anticipated upgrades or improvements that will need to be made as a result of the proposed transfer and what impact the improvements will likely have on customers' rates.

11. Provide any available information on additional investment that will be required to improve service quality as a result of the proposed transfer and what the likely impact will be on customers' rates.

12. Describe how the proposed transfer will be financed.

13. List any other jurisdictions from which approval for the proposed transfer is necessary. Provide a summary of any approvals already granted and copies of any orders already issued. Provide bi-weekly updates until a Commission Order is issued.

14. Explain how and in what accounts any acquisition costs or premiums will be reflected in financial statements. Provide an estimate of the amount of such premium.

15. Provide copies of any equity analysts' reports, press releases, or bond ratings reports regarding the proposed transfer.

16. Indicate how the proposed transfer affects existing company stock plans for the regulated entity.

17. Indicate how the proposed transfer affects the outstanding debt of the regulated entity.

18. Explain whether a different company or different individuals will be providing service to customers as a result of the proposed transfer. Be specific in your response.

19. Provide charts or diagrams illustrating the corporate structure of the involved entity or entities before and after the proposed transaction. Be sure to include the Virginia regulated entity in such charts or diagrams.

20. Provide your best estimate as to the anticipated closing date for the proposed transaction.

21. Identify and quantify any anticipated costs and savings as a result of the proposed transfer. Include costs and savings due to applicable service company charges resulting from new services agreements as well as tax obligations that will be incurred as a result of the proposed transfer. Identify and quantify the portion of such costs and savings attributed to the Virginia regulated utility. Explain how any such savings will benefit Virginia customers.

22. If control of a Virginia utility is being transferred to an entity outside of Virginia that has not previously done business in Virginia, or that is not certificated in Virginia, but has previously acquired other utilities in other states, provide information on experiences in other jurisdictions and a contact person at the regulatory agency in each of the jurisdictions.

Also include the following additional information:

- a) (For telecommunications companies only) Provide a schedule of the following information: states where the acquiring company holds a certificate or registration to provide telecommunications services (local and interexchange); date services were commenced in each state (local and interexchange); and number of customers in each state (local and interexchange).
- b) (For telecommunications companies only) Provide a listing of all complaints by category filed with each state listed above and federal agencies having jurisdiction over the company during the past three years. Include status of each with penalties or fines involved.
- c) Provide information regarding the acquiring company's managerial and technical ability. For telecommunications companies, this should include a brief description of the history of providing local and interexchange telecommunications services or other relevant services. Additionally, if the

acquiring company has interexchange owned or leased facilities or points of presence, that information should be provided as well.

d) (For telecommunications companies only) Provide a list of the acquiring company's officers and directors. If not a corporation, provide a list of its principals.

e) (For telecommunications companies only) Include a statement that the accepted tariffs on file with the Commission will be the tariffs used after the proposed transfer takes place.

f) (For telecommunications companies only) Provide an attested statement that the company will continue to provide quality service to customers.

g) (For telecommunications companies only) Please provide the name, address, telephone number, fax number, and e-mail address for the **in-house** individual that will be responsible for regulatory and reporting matters.

h) (For telecommunications companies only) Please provide the name, address, telephone number, fax number, and e-mail address for the **in-house** individual that is responsible for contact with the Complaint Section of the Division of Communications.

i) (For telecommunications companies only) Please provide the name, address, telephone number, fax number, and e-mail address for the **in-house** individual that is responsible for tariff matters.

j) (For telecommunications companies only) Please provide the 24/7 toll free customer contact telephone number, if established.

k) (For telecommunications companies only) Company should familiarize itself with the service quality requirements contained in Case No. PUC-1993-00009 (PUC930009) (20VAC 5-400-80) and be prepared to provide information if requested by the Staff.

23. Discuss any anticipated economic impacts related to jobs and facilities in Virginia as a result of the proposed transfer. Explain and discuss any anticipated elimination or increase in jobs in Virginia.

24. Identify the source of debt and equity for the regulated company after the proposed transaction.

25. Explain how the proposed transaction will impact the regulated company's cost of capital.

26. Explain how the proposed transaction will affect the regulated company's access to financial and capital markets.

27. Discuss what impact the proposed transfer is likely to have on competition in Virginia and how that impact will affect the provision of adequate service to the public at just and reasonable rates. Include a list of companies considered to be competitors.